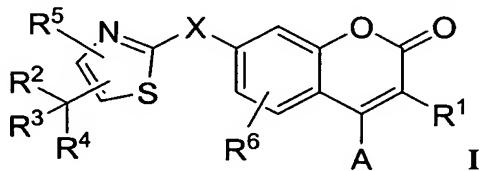


Amendment of the Claims:

This listing of claims will replace all prior versions and listings of claims in this application.

1. (original) A compound of structural Formula I



and the pharmaceutically acceptable salts and esters thereof wherein:

R¹ is selected from the group consisting of -H, -C1-6 alkyl and -C3-6 cycloalkyl;

R² is selected from the group consisting of -H, -OH, -OC1-3alkyl, -F and tetrazolyl, provided that when R² is tetrazolyl then neither R³ nor R⁴ is Z;

R³ is selected from the group consisting of -H, -CF₃, -CF₂CF₃, -C1-6alkyl, -C1-6alkyl substituted with fluoro, -C1-6alkyl-R⁷, -C₂-6alkenyl, -C₃-6cycloalkyl, -C₅-7cycloalkenyl and -Z;

R⁴ is selected from the group consisting of -H, -CF₃, -CF₂CF₃, -C1-6alkyl, -C1-6alkyl substituted with fluoro, -C1-6alkyl-R⁷, -C₂-6alkenyl, -C₃-6cycloalkyl, -C₅-7cycloalkenyl and -Z;

or R³ and R⁴ are joined together with the carbon to which they are attached to form a ring selected from the group consisting of a -C₃-6cycloalkyl ring and a -C₅-7cycloalkenyl ring, provided that when R³ and R⁴ are joined together with the carbon to which they are attached to form a -C₅-7cycloalkenyl ring, there is no double bond at the C1 position in the ring;

or R² and R³ are joined together to form =C1-6alkyl;

or R², R³ and R⁴ are joined together with the carbon to which they are attached to form a cycloalkenyl ring selected from:



R⁵ is selected from the group consisting of -H, -C1-6 alkyl, -C3-6 cycloalkyl and halo;

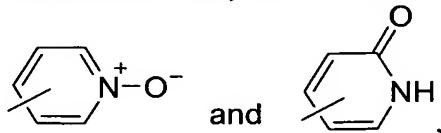
R⁶ is selected from the group consisting of -H, -C1-6 alkyl, -C3-6 cycloalkyl and halo;

R⁷ is selected from the group consisting of -COOR¹, -C(O)H, -CN, -CR¹R¹OH, -OR¹, -S-C1-6alkyl and -S- C3-6 cycloalkyl;

A is selected from the group consisting of

- a 5-membered aromatic ring containing (i) one or more carbon atoms, (ii) one heteroatom selected from oxygen and sulfur, and (iii) zero, one, two or three nitrogen atoms,

b) a 5-membered aromatic ring containing one or more carbon atoms and from one to four nitrogen atoms,
c) a 6-membered aromatic ring containing carbon atoms and one, two or three nitrogen atoms;



d) a 6-membered aromatic ring selected from
e) a bicyclic aromatic ring system selected from benzothienyl, indolyl, quinolinyl and naphthalenyl;
f) phenyl,
g) $-\text{CH}_2\text{-R}^8$, wherein R^8 is selected from phenyl and dioxolanyl,
h) $-\text{C}_3\text{-6cycloalkyl}$,
i) $-\text{C}_5\text{-7cycloalkenyl}$,
j) $-\text{C}_1\text{-6alkyl}$; and
k) $-\text{C}_2\text{-6alkenyl}$,

and wherein A is optionally mono- or di-substituted with a substituent independently selected at each occurrence from the group consisting of (i) halo, (ii) $-\text{OH}$, (iii) $-\text{C}_1\text{-3alkyl}$ optionally substituted with one or more of halo, (iv) $-\text{OC}_1\text{-3alkyl}$ optionally substituted with one or more of halo, (v) $-\text{OC}_3\text{-6cycloalkyl}$, (vi) $-\text{CH}_2\text{OH}$, (vii) $-\text{COOR}^1$, (viii) $-\text{CN}$ and (ix) $-\text{NR}^9\text{R}^{10}$;

R^9 is selected from the group consisting of $-\text{H}$, $-\text{C}_1\text{-6 alkyl}$ and $-\text{C}_3\text{-6 cycloalkyl}$;

R^{10} is selected from the group consisting of $-\text{H}$, $-\text{C}_1\text{-6 alkyl}$, $-\text{C}_3\text{-6 cycloalkyl}$ and $-\text{COOR}^1$;

X is selected from the group consisting of $-\text{S}-$, $-\text{SO}-$ and $-\text{SO}_2-$; and

Z is selected from the group consisting of

a) a 5-membered aromatic ring containing (i) one or more carbon atoms, (ii) one heteroatom selected from oxygen and sulfur, and (iii) zero, one, two or three nitrogen atoms,
b) a 5-membered aromatic ring containing one or more carbon atoms and from one to four nitrogen atoms,
c) a 6-membered aromatic ring containing carbon atoms and one, two or three nitrogen atoms;
d) phenyl, and
e) $-\text{CH}_2\text{-R}^8$, wherein R^8 is selected from phenyl and dioxolanyl,

and wherein Z is optionally mono- or di-substituted with a substituent independently selected at each occurrence from the group consisting of (i) halo, (ii) $-\text{OH}$, (iii) $-\text{C}_1\text{-3alkyl}$ optionally substituted with one or more of halo, (iv) $-\text{OC}_1\text{-3alkyl}$ optionally substituted with one or more of halo, (v) $-\text{OC}_3\text{-6cycloalkyl}$, (vi) $-\text{CH}_2\text{OH}$, (vii) $-\text{COOR}^1$, (viii) $-\text{CN}$ and (ix) $-\text{NR}^9\text{R}^{10}$.

2. (original) The compound of claim 1 and the pharmaceutically acceptable salts and esters thereof wherein:

R¹ is selected from -H and -C₁₋₆ alkyl;

R² is selected from the group consisting of -H, -OH and -F;

R³ is selected from the group consisting of -C₁₋₆alkyl optionally substituted with fluoro, -C₁₋₆alkyl-R⁷, and -C₃₋₆cycloalkyl;

R⁴ is selected from the group consisting of -C₁₋₆alkyl optionally substituted with fluoro, -C₁₋₆alkyl-R⁷, -C₂₋₆alkenyl, -C₃₋₆cycloalkyl and -Z;

or R³ and R⁴ are joined together with the carbon to which they are attached to form a -C₃₋₆cycloalkyl ring;

R⁵ is selected from -H and -CH₃;

R⁶ is selected from the group consisting of -H and -CH₃;

A is unsubstituted, mono- or di-substituted and is selected from the group consisting of:

- a) a 5-membered aromatic ring comprised of carbon, one heteroatom selected from -O- and -S-, and zero, one, two or three of -N-,
- b) a 5-membered aromatic ring comprised of carbon and from one to four of -N-,
- c) a 6-membered aromatic ring comprised of carbon and one, two or three of -N- and
- d) phenyl; and

Z is unsubstituted, mono- or di-substituted and is selected from the group consisting of phenyl, benzyl, pyridinyl, thiazolyl, dioxolanyl and tetrazolyl.

3. (original) The compound of claim 2 and the pharmaceutically acceptable salts and esters thereof wherein:

R³ is selected from -C₁₋₂alkyl optionally substituted with fluoro and cyclopropyl;

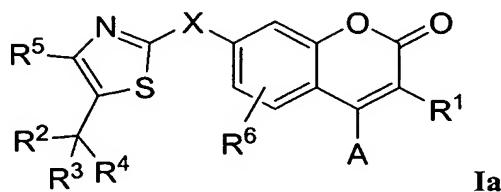
R⁴ is selected from -C₁₋₂alkyl optionally substituted with fluoro, cyclopropyl and Z;

A is unsubstituted, mono- or di-substituted and is selected from the group consisting of thienyl, furanyl, oxazolyl, thiazolyl, tetrazolyl, pyridinyl and phenyl; and

Z is unsubstituted, mono- or di-substituted and is selected from the group consisting of phenyl, pyridinyl and thiazolyl.

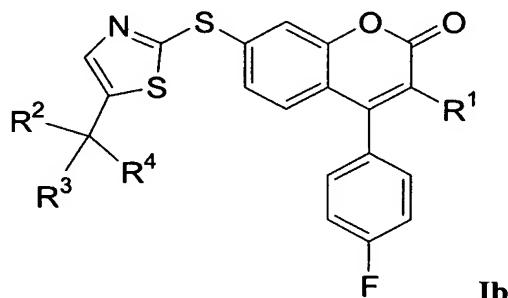
4. (original) The compound of claim 3 and the pharmaceutically acceptable salts and esters thereof wherein: R¹ is selected from -H and -CH₃; R² is selected from -H and -OH; R³ is selected from -CF₃, -CH₃ and -C₂H₅ and cyclopropyl; R⁴ is selected from -CF₃, -CH₃ and -C₂H₅ and cyclopropyl; R⁵ is -H; R⁶ is -H; and A is selected from phenyl, 3-fluorophenyl, 4-fluoro-phenyl, unsubstituted or mono-substituted thiazolyl, and unsubstituted or mono-substituted pyridinyl.

5. (original) The compound of claim 1 of structural Formula Ia:



and the pharmaceutically acceptable salts and esters thereof.

6. (original) The compound of claim 1 of structural Formula Ib



and the pharmaceutically acceptable salts and esters thereof wherein:

R¹ is selected from the group consisting of -H and -CH₃;

R² is selected from the group consisting of -H and -OH;

R³ is selected from the group consisting of -CF₃ and -C₁₋₆alkyl optionally substituted with fluorine;

R⁴ is selected from the group consisting of -CF₃ and -C₁₋₆alkyl optionally substituted with fluorine; or R³ and R⁴ are joined together with the carbon to which they are attached to form C₄₋₆cycloalkyl.

7. (original) The compound of claim 1 selected from the group consisting of:

4-(4-fluorophenyl)-7-({5-[2,2,2-trifluoro-1-hydroxy-1-(trifluoromethyl)ethyl]-1,3-thiazol-2-yl}thio)-2H-chromen-2-one;

4-phenyl-7-({5-[2,2,2-trifluoro-1-hydroxy-1-(trifluoromethyl)ethyl]-1,3-thiazol-2-yl}thio)-2H-chromen-2-one;

4-pyridin-3-yl-7-({5-[2,2,2-trifluoro-1-hydroxy-1-(trifluoromethyl)ethyl]-1,3-thiazol-2-yl}thio)-2H-chromen-2-one;

4-(2-methyl-1,3-thiazol-4-yl)-7-({5-[2,2,2-trifluoro-1-hydroxy-1-(trifluoromethyl)ethyl]-1,3-thiazol-2-yl}thio)-2H-chromen-2-one;

4-(4-fluorophenyl)-7-{{5-(1-hydroxycyclopentyl)-1,3-thiazol-2-yl}thio}-2H-chromen-2-one;

4-(2-methyl-1,3-oxazol-4-yl)-7-({5-[2,2,2-trifluoro-1-hydroxy-1-(trifluoromethyl)ethyl]-1,3-thiazol-2-yl}thio)-2H-chromen-2-one;

4-(4-fluorophenyl)-7-(*{5-[1-hydroxy-1-(trifluoromethyl)propyl]-1,3-thiazol-2-yl}thio*)-2H-chromen-2-one;
4-(1,3-thiazol-4-yl)-7-(*{5-[2,2,2-trifluoro-1-hydroxy-1-(trifluoromethyl)ethyl]-1,3-thiazol-2-yl}thio*)-2H-chromen-2-one;
(-)-7-{[5-(1-cyclopropyl-2,2,2-trifluoro-1-hydroxyethyl)-1,3-thiazol-2-yl]thio}-4-(4-fluorophenyl)-2H-chromen-2-one;
(+)-7-{[5-(1-cyclopropyl-2,2,2-trifluoro-1-hydroxyethyl)-1,3-thiazol-2-yl]thio}-4-(4-fluorophenyl)-2H-chromen-2-one;
7-{[5-[(1S)-1-hydroxy-1-(trifluoromethyl)propyl]-1,3-thiazol-2-yl]thio}-4-phenyl-2H-chromen-2-one;
7-{[5-[dicyclopropyl(hydroxy)methyl]-1,3-thiazol-2-yl]thio}-4-phenyl-2H-chromen-2-one;
7-{[5-[dicyclopropyl(hydroxy)methyl]-4-methyl-1,3-thiazol-2-yl]thio}-4-pyridin-3-yl-2H-chromen-2-one;
7-{[5-(dicyclopropylmethyl)-1,3-thiazol-2-yl]thio}-4-(4-fluorophenyl)-2H-chromen-2-one;
7-{[5-(dicyclopropylmethyl)-1,3-thiazol-2-yl]thio}-4-pyridin-3-yl-2H-chromen-2-one;
7-{[5-(1-cyclopropyl-2,2,2-trifluoro-1-hydroxyethyl)-1,3-thiazol-2-yl]thio}-4-(3-methylphenyl)-2H-chromen-2-one;
7-{[5-[dicyclopropyl(hydroxy)methyl]-1,3-thiazol-2-yl]thio}-4-(2-methyl-1,3-thiazol-4-yl)-2H-chromen-2-one;
7-{[5-[dicyclopropyl(hydroxy)methyl]-1,3-thiazol-2-yl]thio}-4-pyrimidin-5-yl-2H-chromen-2-one;
(-)-(R)-4-(4-fluorophenyl)-7-(*{5-[1-hydroxy-1-(trifluoromethyl)propyl]-1,3-thiazol-2-yl}thio*)-2H-chromen-2-one;
7-{[5-[(1R)-1-hydroxy-1-(trifluoromethyl)propyl]-1,3-thiazol-2-yl]thio}-4-(3-methylphenyl)-2H-chromen-2-one;
(+)-7-{[5-(1-cyclopropyl-2,2,2-trifluoro-1-hydroxyethyl)-1,3-thiazol-2-yl]thio}-4-pyridin-3-yl-2H-chromen-2-one;
(-)-7-{[5-(1-cyclopropyl-2,2,2-trifluoro-1-hydroxyethyl)-1,3-thiazol-2-yl]thio}-4-pyridin-3-yl-2H-chromen-2-one;
7-{[5-[(1R)-1-hydroxy-1-(trifluoromethyl)propyl]-1,3-thiazol-2-yl]thio}-4-pyridin-3-yl-2H-chromen-2-one;
7-{[5-[(1S)-1-hydroxy-1-(trifluoromethyl)propyl]-1,3-thiazol-2-yl]thio}-4-pyridin-3-yl-2H-chromen-2-one;
7-{[5-[dicyclopropyl(hydroxy)methyl]-1,3-thiazol-2-yl]thio}-4-pyridin-3-yl-2H-chromen-2-one;
and the pharmaceutically acceptable salts and esters thereof.

8. (original) The compound of claim 1 selected from the group consisting of:
(-)-(R)-4-(4-fluorophenyl)-7-(*{5-[1-hydroxy-1-(trifluoromethyl)propyl]-1,3-thiazol-2-yl}thio*)-2H-chromen-2-one;
(+)-7-{[5-(1-cyclopropyl-2,2,2-trifluoro-1-hydroxyethyl)-1,3-thiazol-2-yl]thio}-4-pyridin-3-yl-2H-chromen-2-one;
(-)-7-{[5-(1-cyclopropyl-2,2,2-trifluoro-1-hydroxyethyl)-1,3-thiazol-2-yl]thio}-4-pyridin-3-yl-2H-chromen-2-one;
4-(4-fluorophenyl)-7-{[5-(1-hydroxycyclopentyl)-1,3-thiazol-2-yl]thio}-2H-chromen-2-one;
(-)-7-{[5-(1-cyclopropyl-2,2,2-trifluoro-1-hydroxyethyl)-1,3-thiazol-2-yl]thio}-4-(4-fluorophenyl)-2H-chromen-2-one;

(+)-7-{{5-(1-cyclopropyl-2,2,2-trifluoro-1-hydroxyethyl)-1,3-thiazol-2-yl]thio}-4-(4-fluorophenyl)-2H-chromen-2-one;
7-({5-[(1S)-1-hydroxy-1-(trifluoromethyl)propyl]-1,3-thiazol-2-yl}thio)-4-phenyl-2H-chromen-2-one;
7-({5-[dicyclopropyl(hydroxy)methyl]-1,3-thiazol-2-yl}thio)-4-phenyl-2H-chromen-2-one;
7-{{5-(dicyclopropylmethyl)-1,3-thiazol-2-yl}thio}-4-pyridin-3-yl-2H-chromen-2-one;
7-({5-[dicyclopropyl(hydroxy)methyl]-1,3-thiazol-2-yl}thio)-4-(2-methyl-1,3-thiazol-4-yl)-2H-chromen-2-one;
7-({5-[(1R)-1-hydroxy-1-(trifluoromethyl)propyl]-1,3-thiazol-2-yl}thio)-4-pyridin-3-yl-2H-chromen-2-one;
7-({5-[(1S)-1-hydroxy-1-(trifluoromethyl)propyl]-1,3-thiazol-2-yl}thio)-4-pyridin-3-yl-2H-chromen-2-one;
7-({5-[dicyclopropyl(hydroxy)methyl]-1,3-thiazol-2-yl}thio)-4-pyridin-3-yl-2H-chromen-2-one;
and the pharmaceutically acceptable salts and esters thereof.

9. (original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim 1 and a pharmaceutically acceptable carrier.

10. (original) A method of preventing the synthesis, the action, or the release of leukotrienes in a mammal which comprises administering to said mammal an effective amount of a compound of claim 1.

11. (original) The method of claim 10 wherein the mammal is a human.

12. (original) A method of treating asthma in a mammal comprising administering to a mammal in need of such treatment a therapeutically effective amount of a compound of claim 1.

13. (original) A method of treating an inflammatory condition in a mammal which comprises administering to a mammal in need of such treatment a therapeutically effective amount of a compound of claim 1.

14. (original) A method of treating atherosclerosis comprising administering a therapeutically effective amount of a compound of claim 1 to a patient in need of such treatment.

15. (original) A method for preventing or reducing the risk of developing atherosclerosis, comprising administering a prophylactically effective amount of a compound of claim 1 to a patient at risk for developing atherosclerosis.

Int. Appln. No.: PCT/CA2004/000861
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16. (original) A method for preventing or reducing the risk of an atherosclerotic disease event comprising administering a prophylactically effective amount of a compound of claim 1 to a patient at risk for having an atherosclerotic disease event.

17. (original) A method for halting or slowing atherosclerotic plaque progression, comprising administering a therapeutically effective amount of a compound of claim 1 to a patient in need of such treatment.

18. (original) A method for effecting regression of atherosclerotic plaque comprising administering a therapeutically effective amount of a compound of claim 1 to a patient in need of such treatment.

19. (original) A method for preventing or reducing the risk of atherosclerotic plaque rupture comprising administering a prophylactically effective amount of a compound of claim 1 to a patient having atherosclerotic plaque.

20. (cancelled).

21. (cancelled)

22. (new) The pharmaceutical composition of claim 9 additionally comprised of a therapeutically effective amount of a lipid altering compound.